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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 14518-I FILED

AUG 21 '01 13:40 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

August 21, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Security Agreement, dated as of August 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents and equipment previously filed with the Commission under Recordation Number 14518.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Collateral Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
August 21, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is:

129 tank railcars bearing CRGX reporting marks and road numbers attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Security Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

CRGX 4158
CRGX 4185
CRGX 4190
CRGX 4204
CRGX 4211
CRGX 4213
CRGX 4215
CRGX 4223
CRGX 4242
CRGX 4247
CRGX 4249
CRGX 4266
CRGX 4284
CRGX 4288
CRGX 4289
CRGX 4195
CRGX 4202
CRGX 4218
CRGX 4222
CRGX 4240
CRGX 4241
CRGX 4243
CRGX 4244
CRGX 4246
CRGX 4248
CRGX 4251
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CRGX 4256
CRGX 4259
CRGX 4262
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CRGX 4264
CRGX 4265
CRGX 4267
CRGX 4268
CRGX 4269

CRGX 4280

CRGX 4290

CRGX 4201
CRGX 4205
CRGX 4206
CRGX 4210
CRGX 4212
CRGX 4216
CRGX 4217
CRGX 4219
CRGX 4225
CRGX 4226
CRGX 4228
CRGX 4231
CRGX 4235
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CRGX 4238
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CRGX 4245
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CRGX 4252
CRGX 4254
CRGX 4255
CRGX 4257
CRGX 4258
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CRGX 4272
CRGX 4273

CRGX 4275
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CRGX 4281
CRGX 4283

CRGX 4287

CRGX 4173
CRGX 4179
CRGX 4184

CRGX 4292
CRGX 4293
CRGX 4294
CRGX 4295
CRGX 4297
CRGX 4298
CRGX 4299
CRGX 4300
CRGX 4301
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CRGX 4303
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CRGX 4337
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CRGX 4339

CRGX 4208
CRGX 4209
CRGX 4232

CRGX 4260
CRGX 4307
CRGX 4316
CRGX 4320
CRGX 4326
CRGX 4237
CRGX 4282
CRGX 4230
CRGX 4220
CRGX 4207

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, made and entered into as of August 21, 2001, by and between, WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee ("Debtor") and WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as trustee under a Collateral Trust Agreement dated as of August 21, 2001 ("Collateral Trustee").

WITNESSETH:

Each of the undersigned have entered into that certain Security Agreement on August 21, 2001, by and between Debtor and Collateral Trustee (said agreement being referred to herein as the "Security Agreement"). By the Security Agreement, Debtor has granted to Collateral Trustee a first priority security interest in all of the rail equipment described in Schedule I hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Security Agreement to be executed by their respective, duly-authorized officers as of the day and year first above written.

WILMINGTON TRUST COMPANY,
as Owner Trustee

By Steven Cimaloro
Name: **Steven Cimaloro**
Title: **Vice President**

RECORDATION NO. 14518-I FILED

AUG 21 2001 3:40 PM

SURFACE TRANSPORTATION BOARD

WILMINGTON TRUST COMPANY,
as Collateral Trustee

By Steven Cimaloro
Name: **Steven Cimaloro**
Title: **Vice President**

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

On this 17TH day of August, 2001 before me personally appeared
STEVEN CIMA ZORE, to me personally known, who, being by me duly
sworn, says that he/~~she~~ is the VICE PRESIDENT of WILMINGTON
TRUST COMPANY, that said instrument was signed on behalf of said Delaware
banking corporation by authority of its Board of Directors, and he/she
acknowledges that the execution of the foregoing instrument was the free act and
deed of said Wilmington Trust Company.

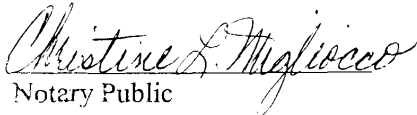
Christine L. Migliocco
Notary Public

[NOTARIAL SEAL]

My commission expires: CHRISTINE L. MIGLIOCCO
NOTARY PUBLIC
My Commission Expires Jan. 13, 2004

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this 17th day of August, 2001 before me personally appeared
STEVEN CUMALORE, to me personally known, who, being by me duly
sworn, says that he/she is the VICE PRESIDENT of WILMINGTON
TRUST COMPANY, that said instrument was signed on behalf of said Delaware
banking corporation by authority of its Board of Directors, and he/she
acknowledges that the execution of the foregoing instrument was the free act and
deed of said Wilmington Trust Company.


Notary Public

[NOTARIAL SEAL]

My commission expires: **CHRISTINE L. MIGLIOCCO**
NOTARY PUBLIC
My Commission Expires Jan. 13, 2004

Schedule I

CRGX 4158	CRGX 4201	CRGX 4292	
CRGX 4185	CRGX 4205	CRGX 4293	CRGX 4208
CRGX 4190	CRGX 4206	CRGX 4294	CRGX 4209
CRGX 4204	CRGX 4210	CRGX 4295	CRGX 4232
CRGX 4211	CRGX 4212	CRGX 4297	
CRGX 4213	CRGX 4216	CRGX 4298	CRGX 4260
CRGX 4215	CRGX 4217	CRGX 4299	CRGX 4307
CRGX 4223	CRGX 4219	CRGX 4300	CRGX 4316
CRGX 4242	CRGX 4225	CRGX 4301	CRGX 4320
CRGX 4247	CRGX 4226	CRGX 4302	CRGX 4326
CRGX 4249	CRGX 4228	CRGX 4303	CRGX 4237
CRGX 4266	CRGX 4231	CRGX 4304	CRGX 4282
CRGX 4284	CRGX 4235	CRGX 4305	CRGX 4230
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CRGX 4222	CRGX 4252	CRGX 4312	
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CRGX 4263	CRGX 4278	CRGX 4327	
CRGX 4264		CRGX 4328	
CRGX 4265	CRGX 4281	CRGX 4329	
CRGX 4267	CRGX 4283	CRGX 4330	
CRGX 4268		CRGX 4331	
CRGX 4269	CRGX 4287	CRGX 4332	
		CRGX 4333	
CRGX 4280		CRGX 4334	
	CRGX 4173	CRGX 4335	
CRGX 4290	CRGX 4179	CRGX 4336	
	CRGX 4184	CRGX 4337	
		CRGX 4338	
		CRGX 4339	